

UNITED STATES BANKRUPTCY COURT
SOUTHERN AND WESTERN DISTRICTS OF TEXAS
HOUSTON DIVISION

IN RE:

Linn Energy, LLC

\$
\$
\$
\$
\$
\$
\$

CASE NO. 16-60040
CHAPTER 11

DEBTOR

CHAPTER 11 POST-CONFIRMATION REPORT
FOR THE QUARTER ENDING JUNE 2018

1. ☒ Quarterly or ☐ Final (check one)2. SUMMARY OF DISBURSEMENTS*:

A. Disbursements made under the plan (itemize on page 3)	\$ <u>0.00</u>
B. Disbursements not under the plan	\$ <u>384,811,238.00</u>
Total Disbursements	\$ <u>384,811,238.00</u>

***ALL DISBURSEMENTS MADE BY THE REORGANIZED DEBTOR, UNDER THE PLAN OR OTHERWISE, MUST BE ACCOUNTED FOR AND REPORTED HEREIN FOR THE PURPOSE OF CALCULATING THE QUARTERLY FEES.**

3. Has the order confirming plan become final? ☒ Yes ☐ No

4. Are Plan payments being made as required under the Plan? ☒ Yes ☐ No

5. If "No", what Plan payments have not been made and why?

Please explain: N/A

6. If plan payments have not yet begun, when will the first plan payment be made? _____ (Date)

7. What date did the reorganized debtor or successor of the debtor under the plan assume the business or management of the property treated under the plan? February 28, 2017 (Date)

8. Please describe any factors which may materially affect your ability to obtain a final decree at this time.

None

9. Complete the form for Plan Disbursements attached.

10. CONSUMMATION OF PLAN:

A. If this is a final report, has an application for Final Decree been submitted*?

☐ Yes Date application was submitted _____

☒ No Date when application will be submitted Not known.

*(If required by Local Rule)

B. Estimated Date of Final Payment Under Plan _____

INITIALS _____

DATE _____

UST USE ONLY

I CERTIFY UNDER PENALTY OF PERJURY THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

SIGNED: Darren SchluterDATE: 8/9/2018

Darren Schluter, EVP and CAO
(PRINT NAME)

IN RE: Linn Energy, LLCCASE NO. 16-60040

CASH RECEIPTS AND DISBURSEMENTS	CURRENT QUARTER	CONFIRMATION TO DATE
CASH-BEGINNING OF QUARTER		
RECEIPTS		
DISBURSEMENTS		
NET PAYROLL		
PAYROLL TAXES PAID		
SECURED/RENTAL/LEASES		
UTILITIES		
INSURANCE		
INVENTORY PURCHASES		
VEHICLE EXPENSES		
TRAVEL & ENTERTAINMENT		
REPAIRS, MAINTENANCE & SUPPLIES		
ADMINISTRATIVE & SELLING		
OTHER (attach list)	384,811,238.00	
PLAN PAYMENTS (page 1 and page 3)	0.00	0.00
TOTAL DISBURSEMENTS (this figure should equal Total disbursements, Item 2, Summary of Disbursements)	384,811,238.00	0.00
NET CASH FLOW	(384,811,238.00)	0.00
CASH-END OF QUARTER	(384,811,238.00)	0.00

CASH ACCOUNT RECONCILIATION FOR ALL FUNDS
QUARTER ENDING JUNE

	Month/Year	Month/Year	Month/Year	Total
Bank Balance				
Deposit in Transit				0.00
Outstanding Checks				0.00
Adjusted Balance	0.00	0.00	0.00	0.00
Beginning Cash-Per Books				
Receipts				0.00
Transfers Between Accounts				0.00
Checks/Other Disbursements				0.00
Ending Cash-Per Books	0.00	0.00	0.00	0.00

STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

	Month/Year	Month/Year	Month/Year	Total
Beginning Cash				
Total Receipts				0.00
Total Disbursements				0.00
Ending Cash	0.00	0.00	0.00	

IN RE:

Linn Energy, LLC

DEBTOR

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CASE NO. 16-60040

PAYMENTS TO CREDITORS UNDER THE PLAN

			CURRENT QUARTER	CONFIRMATION TO DATE
CREDITOR	CLASS	NEXT PAYMENT DUE		
			0.00	
TOTAL PLAN PAYMENTS: (report on page 1 and page 2)			0.00	0.00

Linn (excluding Berry) Disbursements Summary
Amounts in thousands

Net Linn Activity					
Beginning Cash Balance (Bank)		\$251,976	\$344,477	\$302,920	\$251,976
Receipts	April		May	June	2Q 2018
Collections	\$ 151,772	\$	82,548	\$ 67,955	\$ 302,275
Other Receipts	145,921		6,395	17,249	169,565
Borrowing	-	-	-	-	-
Total Receipts	\$ 297,693	\$	88,943	\$ 85,204	\$ 471,840
Operating Disbursements	April		May	June	2Q 2018
LOE/Capex/Marketing/Other Op. Ex	\$ 121,505	\$	44,339	\$ 34,152	\$ 199,996
G&A	4,709		12,392	4,467	21,568
Payroll	7,281		29,702	14,024	51,007
Royalties	16,153		14,938	13,843	44,933
Taxes	1,977		8,023	1,158	11,158
Hedges	21,510		2,175	761	24,447
Total Operating Disbursements	\$ 173,135	\$	111,569	\$ 68,405	\$ 353,109
Non-Operating Disbursements					
Restructuring Fees	\$ 168	\$	790	\$ 561	\$ 1,519
Bank Fees	24		22	21	68
Debt / Interest Payments	-	-	-	-	-
Transfer to Linn Energy, Inc.	10,928		11,473	7,714	30,116
Total Non-Operating Disbursements	\$ 11,121	\$	12,285	\$ 8,297	\$ 31,702
Net Plan Disbursements	April		May	June	2Q 2018
Plan Effects Receipts	\$ -	\$	-	\$ -	\$ -
Plan Effects Disbursements	-	-	-	-	-
Total Net Plan Disbursements	\$ -	\$	-	\$ -	\$ -
Net Cash Flow	\$113,437		(\$34,911)	\$8,503	\$87,029
Change in Float	(\$20,936)		(\$6,646)	\$4,123	(\$23,459)
Ending Cash Balance (Bank)	\$344,477		\$302,920	\$315,546	\$315,546

Notes:

1) Ending Cash Balances reflect only operating bank accounts and exclude restricted cash accounts

2) This Disbursement Summary is unaudited and does not purport to represent financial statements prepared in accordance with generally accepted accounting principles nor are they intended to fully reconcile to the financial statements prepared by the Reorganized Debtor ("the Company"). Information contained in the Disbursement Summary has been derived from the Company's books and records. Therefore, in order to comply with their obligations to provide quarterly reporting during the Chapter 11 case, the Company has prepared this quarterly report using the best information presently available to them. This Disbursement Summary is true and accurate to the best of the Company's knowledge, information and belief based on current available data. The results financial results contained herein are not necessarily indicative of results that may be expected for any other period or for the full year and may not necessarily reflect the consolidated financial results of the Company in the future.

UNITED STATES BANKRUPTCY COURT

CASE NAME: Linn Energy LLC

PETITION DATE: 05/11/16

CASE NUMBER: 16-60040

DISTRICT OF TEXAS:

Southern

PLAN FILED DATE: 1/24/2017 (2/28/17 Emergence)

DIVISION:

Victoria

Disbursement and Fee Summary - 2Q 2018

		Disbursements				Fees In USD			Total Invoiced 2Q 2018		
Case Number	Entity Name	Apr-18	May-18	Jun-18	2Q18 Total	Fee	Balance Due per UST	Difference	Invoiced Q1	Adj to Delinq Op rpts	Total
16-60044	Linn Energy Finance Corp.	-	-	-	-	325	-	325	-	-	-
16-60039	Linn Energy Holdings, LLC	112,196,845	47,847,614	28,781,501	188,825,960	250,000	-	250,000	-	-	-
16-60040	Linn Energy, LLC	-	-	-	-	325	-	325	-	-	-
16-60045	Linn Exploration & Production Michigan LLC	-	-	-	-	325	-	325	-	-	-
16-60046	Linn Exploration Midcontinent, LLC	-	-	-	-	325	-	325	-	-	-
16-60047	Linn Midstream, LLC (Blue Mountain Midstream, LLC)	32,846,588	6,739,766	7,334,898	46,921,253	250,000	-	250,000	-	-	-
16-60048	Linn Midwest Energy LLC	-	-	-	-	325	-	325	-	-	-
16-60049	Linn Operating, Inc.	28,283,724	57,793,349	32,870,970	118,948,043	250,000	-	250,000	-	-	-
16-60042	LinnCo, LLC	-	-	-	-	325	-	325	-	-	-
16-60052	Mid-Continent Holdings I, LLC	-	-	-	-	325	-	325	-	-	-
16-60053	Mid-Continent Holdings II, LLC	-	-	-	-	325	-	325	-	-	-
16-60050	Mid-Continent I, LLC	-	-	-	-	325	-	325	-	-	-
16-60051	Mid-Continent II, LLC	-	-	-	-	325	-	325	-	-	-
Total		173,327,157	112,380,730	68,987,370	354,695,256	753,250	-	753,250	-	-	-

Note:

- 1) On February 28, 2017, Mid-Continent I, LLC, Mid-Continent II, LLC, Linn Exploration & Production Michigan LLC, Mid-Continent Holdings I, LLC, Mid-Continent Holdings II, LLC were merged into Linn Energy Holdings, LLC.
- 2) Post emergence from bankruptcy, certain Linn Midstream, LLC assets are recorded under the company's books and records as Linn Energy Holdings, LLC which is reflective of their current legal ownership.
- 3) On February 28, 2017, pursuant to the terms of the Plan of Reorganization, all outstanding obligations under Linn Energy, LLC's credit facility and senior notes were canceled. Subsequent debt interest payments and paydowns are now made out of a new entity, Linn Holdco II, LLC, which was formed at emergence from bankruptcy.
- 4) During Q2 2018, there was equity repurchase activity by Linn Energy, Inc. which was formed at emergence from bankruptcy. Activity for this entity is excluded from above as the entity is not one of the bankruptcy petitioners.
- 5) Effective July 13, 2017, Linn Midstream, LLC changed it's legal name to Blue Mountain Midstream, LLC.